

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., et al.,	:
	:
Debtors.¹	:
	:
	Chapter 11
	:
	Case No. 15-23007 (RDD)
	:
	(Jointly Administered)
-----x	

AFFIDAVIT OF SERVICE

I, Timothy R. Quinn, depose and say that I am employed by Prime Clerk LLC ("Prime Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On September 10, 2015, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served in the manners set forth on the Master Service List attached hereto as **Exhibit A**:

- Notice of Omnibus Rejection of Certain Unexpired Nonresidential Real Property Leases [Docket No. 850]

On September 10, 2015, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via First Class Mail on the Landlord Service List attached hereto as **Exhibit B**:

- Notice of Omnibus Rejection of Certain Unexpired Nonresidential Real Property Leases [Docket No. 850]
- Customized Notice of Abandonment of *De Minimis* Assets, a non-customized copy of which is attached hereto as **Exhibit C**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corp. (7132); APW Supermarkets, Inc. (9509); Borman's Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (2947); Montvale-Para Holdings, Inc. (6664); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

On September 10, 2015, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via Email on the Master Email Service List attached hereto as Exhibit D:

- Notice of Revised Proposed Order Approving Application of Debtors for Authority to Retain Hilco Real Estate, LLC as Real Estate Advisors for the Debtors Effective *Nunc Pro Tunc* to the Commencement Date [Docket No. 855]

Dated: September 14, 2015

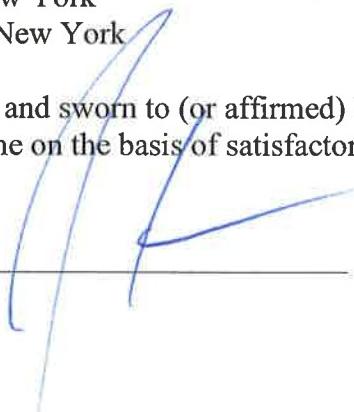


Timothy R. Quinn

State of New York

County of New York

Subscribed and sworn to (or affirmed) before me on September 14, 2015, by Timothy R. Quinn, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

James Daldia
Notary Public, State of New York
No. 02DA8171472
Qualified in ~~Suffolk County~~ *New York County*
Commission Expires July 23, 2011 *November 22, 2017*

Exhibit A

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Counsel for UFCW Local 1262, UFCW Local 27, UFCW Local 371 & UFCWL Local 464A	Murphy Anderson PLLC	Attn: Mark Hanna & Michelle Banker 1701 K Street NW Suite 210 Washington DC 20006	mbanker@murphypllc.com	Email
Counsel for National Realty & Development Corp., on behalf of its affiliate, Grand Street Realty, LLC	National Realty & Development Corp.	Attn: Wayne E. Heller, Esq. 3 Manhattanville Road Suite 202 Purchase NY 10577	wayne.heller@nrdc.com	Email
Counsel for Jay Birnbaum - Cherry Hill LLC and ILF-Cherry Hill, LLC	Nixon Peabody LLP	Attn: Christopher M. Desiderio 437 Madison Avenue New York NY 10022	cdesiderio@nixonpeabody.com	Email
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United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Richard Morrissey & Brian Masumoto 201 Varick Street Suite 1006 New York NY 10014	Richard.Morrissey@usdoj.gov	First Class Mail and Email
Counsel for Wells Fargo Bank, National Association, as agent under that certain Amended and Restated Senior Secured Term Credit Agreement, dated as of September 17, 2014	Otterbourg PC	Attn: Johnathan N. Helfat & Daniel F. Fiorillo 230 Park Avenue New York NY 10169	jhelfat@otterbourg.com dfiorillo@otterbourg.com	First Class Mail and Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel for Eckerd Corporation, Rite Aid of New Jersey, Inc., Thrift Drug, Inc., and Rite Aid of Pennsylvania, Inc.	Pepper Hamilton LLP	Attn: Henry J. Jaffe, Esquire & John H. Schanne, II, Esquire Hercules Plaza, Suite 5100 1313 Market Street, P.O. Box 1709 Wilmington DE 19899-1709	jaffeh@pepperlaw.com schannej@pepperlaw.com	Email
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Interested Party	Robinson & Yablon, PC	Attn: Jared R. Cooper, Esq. 232 Madison Avenue Suite 1200 New York NY 10016	jcooper@robbyablaw.com	Email
Counsel for 255 Mall LLC and Feil Whitestone LLC	Robinson Brog Leinwand Greene Genovese & Gluck PC	Attn: Fred B. Ringel 875 Third Avenue 9th Floor New York NY 10022	fbr@robinsonbrog.com	Email

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Counsel for Mount Kellett Capital Management LP, the holders of a majority of the Prepetition Convertible Notes	Schulte Roth & Zabel LLP	Attn: Adam Harris & Karen S. Park 919 Third Avenue New York NY 10022	adam.harris@srz.com karen.park@srz.com	First Class Mail and Email
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F St., NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Dept. Brookfield Place 200 Vesey Street, Ste. 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	First Class Mail and Email

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Counsel for Levin Properties, L.P. and Arlona Limited Partnership	Stark & Stark, PC	Attn: Thomas S. Onder, Esquire & Jeffrey S. Posta, Esq. 993 Lenox Drive, Bldg. 2 P.O. Box 5315 Princeton NJ 08543-5315	tonder@stark-stark.com jposta@stark-stark.com	Email

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Counsel for Two Paragon Drive, LLC & A & R L.L.C.	Trenk, DiPasquale, Della Fera & Sodono, PC	Attn: Adam D. Wolper, Esq. 347 Mount Pleasant Avenue Suite 300 West Orange NJ 07052	awolper@trenklawfirm.com	Email
U.S. Bank National Association, as trustee under that certain Indenture for Senior Secured PIK Toggle Notes due 2017 (the "Prepetition PIK Notes") and as trustee under that certain Indenture for Senior Secured Convertible Notes due 2018 (the "Prepetition Convertible Notes")	U.S. Bank National Association	Attn: Corporate Trust Department 100 Wall Street New York NY 10005		First Class Mail
United States Bankruptcy Court for the Southern District of New York	United States Bankruptcy Court for the Southern District of New York	Attn: Chambers of the Honorable Judge Robert D. Drain 300 Quarropas Street Room 248 White Plains NY 10601		First Class Mail

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel for Danpar Associates Limited Partnership; Ironbound Plaza Urban Renewal Assoc., LLC; Indian Head Plaza Associates; James R. Weill and Douglas Friedrich, successor Co-Trustees Under Trust Indenture dated March 24, 1969, d/b/a Maplewood Joint Venture; Union County Realty Group Limited Liability Company; 510 Valley Montclair, LLC	Wasserman, Jurista & Stoltz, PC	Attn: Steven Z. Jurista, Esq. 110 Allen Road Suite 304 Basking Ridge NJ 07920	sjurista@wjslaw.com	Email
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Wells Fargo Bank, National Association, in its capacity as Agent for the Lenders, pursuant to that certain Amended and Restated Senior Secured Revolving Credit Agreement dated September 17, 2014	Wells Fargo Bank, National Association	Attn: Emily Abrahamson One Boston Place 18th Floor Boston MA 02108	emily.j.abrahamson@wellsfargo.com	First Class Mail and Email

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Counsel for Pepperidge Farm, Incorporated 34289	White and Williams LLP	Attn: Earl M. Forte, Esq. & Rafael Vergara, Esq. One Penn Plaza 250 W. 34th Street, Suite 4110 New York NY 10119-4115	fortee@whiteandwilliams.com vergarar@whiteandwilliams.com	Email
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Counsel for the State of Wisconsin Department of Workforce Development	Wisconsin Department of Justice	Attn: Brad D. Schimel & F. Mark Bromley PO Box 7857 Madison WI 53707-7857	bromleyfm@doj.state.wi.us	Email
Counsel for RLJ Group LLC	Zarin & Steinmetz	Attn: Lisa F. Smith, Esq. 81 Main Street Suite 415 White Plains NY 10601	lisafsmith@zarin-steinmetz.net	Email

Exhibit B

Landlord Service List

Served via First Class Mail

NAME	NOTICE NAME	ADDRESS	CITY	STATE	ZIP
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BOIV BELLEVILLE MCB, LLC	ATTN: GENERAL COUNSEL	115 BELMONT AVE.	BELLEVILLE	NJ	07109
CLIFPASS SPE CORP.	ATTN: GENERAL COUNSEL	370 SEVENTH AVENUE	NEW YORK	NY	10001
DELAWARE 1851 ASSOCIATES, L.P.	ATTN: GENERAL COUNSEL	44 SOUTH BAYLES AVENUE	PORT WASHINGTON	NY	11050
GOULD INVESTORS LP	ATTN: RICHARD FIGUEROA	60 CUTTER MILL ROAD	GREATNECK	NY	11021
HOLMDEL TOWNE CENTER LLC	ATTN: GENERAL COUNSEL	P.O. BOX 5020	NEW HYDE PARK	NY	11042
INDIAN HEAD PLAZA ASSOCIATES	ATTN: GENERAL COUNSEL	80 MAIN STREET, SUITE 510	WEST ORANGE	NJ	07052
OLD BRIDGE PLAZA ASSOCIATES	ATTN: GENERAL COUNSEL	820 MORRIS TURNPIKE	SHORT HILLS	NJ	07078
OLP-MCB PHILLY-COTTMAN, LP	AS SUCCESSOR IN INTEREST TO 840 COTTMAN ASSOCIATES, LLC	840 COTTMAN AVE.	PHILADELPHIA	PA	19111
VALLEY CIRCLE, INC.	ATTN: GENERAL COUNSEL	782 LYONS AVENUE	IRVINGTON	NJ	07111

Exhibit C

NOTICE OF ABANDONMENT OF *DE MINIMIS* ASSETS

On July 19, 2015 (the “**Commencement Date**”), The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”),¹ each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE NOTICE that the Debtors, pursuant to the *Amended Final Order Approving (I) Global Procedures for (A) Store Closings, (B) the Expedited Sale, Transfer, or Abandonment of De Minimis Assets, and (C) Rejecting Unexpired Nonresidential Real Property Leases, and (II) Entry Into a Liquidation Consulting Agreement* entered by the Bankruptcy Court on August 13, 2015 [Docket No. 546] (the “**Order**”),² hereby provide this notice (the “**Abandonment Notice**”) of their intent to abandon certain surplus, obsolete, non-core, or burdensome assets (the “**De Minimis Assets**”) pursuant to section 554 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Debtors seek to abandon the De Minimis Assets identified on Exhibit A attached hereto (the “**Assets**”) at the property located at _____ (the “**Property**”), and such Assets will be abandoned as _____

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed in the Order. A copy of the Order can be obtained electronically at <https://cases.primeclerk.com/aptea> or upon request to apinfo@primeclerk.com.

of September 14, 2015 (the “**Abandonment Date**”) to _____ (the “**Recipient**”), in accordance with the Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, as of the Abandonment Date, the Recipient shall be free to dispose of the Assets without liability to any party and without further notice or of the Bankruptcy Court, and the Recipient’s right, if any, to file a claim for the cost of disposal of the Assets is fully reserved, as are the rights of any party in interest to object to such claim.

To the extent you have any questions concerning this notice please contact Candace M. Arthur at (212) 310-8324 or Alana R. Heumann at (212) 310-8676.

Dated: September 10, 2015
New York, New York

/s/ Garrett A. Fail
Ray C. Schrock, P.C.
Garrett A. Fail
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
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Telephone: (212) 310-8000
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*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Description of Assets	Justification for Proposed Abandonment

Exhibit D

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